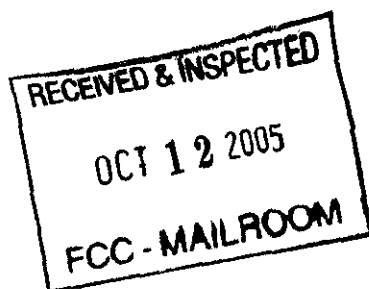


**HARRIS,
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ATTORNEYS AT LAW

October 4, 2005

HAND DELIVERY

Ms. Marlene Dortch
Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, DC 20554

Re: Redacted Copies for Public Inspection of Highly Confidential Documents in WC
Docket Nos. 05-65 & 05-75.

Dear Ms. Dortch:

Attached are two redacted copies of an ex parte letter and attached document that we are filing today in WC Dockets Nos. 05-65 & 05-75.

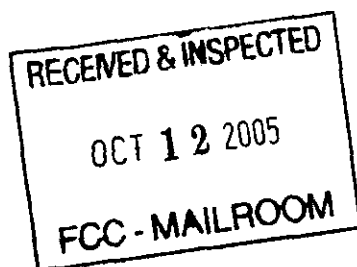
Should you have any questions or if I can be of further assistance, please do not hesitate to contact me at (202) 730 1338.

Sincerely,

Bruce Gottlieb
HARRIS WILTSHIRE & GRANNIS LLP
1200 18th St NW
Washington, DC 20036

Counsel for Level 3 Communications, LLC

No. of Copies rec'd Orl
List A B C D E



Network Divestiture/Customer Retention

September 22, 2005

Existing Market Conditions.

- Market is presently not too competitive; difficult to purchase transport capacity on competitive terms.
- AT&T and MCI are the most significant competitive suppliers of transport services
- AT&T and MCI pricing tends to be roughly 50% less than standard pricing offered by SBC and Verizon
- Construction of new facilities is not economically feasible or foreseeable, and new technology is unlikely to immediately eliminate reliance on metro and suburban fiber-based transport
- Level 3 purchases significant quantities of metro and suburban transport, [BEGIN HIGHLY CONFIDENTIAL -- COPYING PROHIBITED] [REDACTED] [END HIGHLY CONFIDENTIAL -- COPYING PROHIBITED]
- Level 3's LMS database is used to track its purchases of metro and suburban transport services. Level 3 manages those purchases by location, [BEGIN HIGHLY CONFIDENTIAL] [REDACTED] [END HIGHLY CONFIDENTIAL]
- Before the Mergers, the competitive environment is not robust:

SBC - AT&T Analysis - Before Merger

[REDACTED]
[CONFIDENTIAL INFORMATION]

<input type="checkbox"/> SBC + 1 CLEC
<input type="checkbox"/> SBC + 2 CLECs
<input checked="" type="checkbox"/> SBC + 3 or more CLECs

Level (3) *Verizon Competition – Before Mergers*



Verizon MCI Analysis - Before Merger

[REDACTED]
[CONFIDENTIAL INFORMATION]

- ☒ VZN + 1 CLEC
- ☐ VZN + 2 CLECs
- ☒ VZN + 3 or more CLECs

SBC - AT&T Analysis - After Merger

[REDACTED]
[CONFIDENTIAL INFORMATION]

- SBC + No CLECs
- SBC + Only MCI
- SBC + 1 non-MCI CLEC
- SBC + MCI + 1 other CLEC
- SBC + 2 non-MCI CLECs
- SBC + 3 or more CLECs

Verizon MCI Analysis - After Merger

[REDACTED]
[CONFIDENTIAL INFORMATION]

- ☒ VZN + No CLECs
- ☒ VZN + Only ATT
- ☒ VZN + 1 non-ATT CLEC
- ☒ VZN + ATT + 1 other CLEC
- ☐ VZN + 2 non-ATT CLECs
- ☒ VZN + 3 or more CLECs

- **Divestiture Requirement.** We propose a “Network Divestiture/Customer Retention” plan, where all of AT&T’s and MCI’s “Transport Assets” (defined below) would be divested within SBC’s and Verizon’s territories.
- “Transport Assets” means fiber, transport equipment, collocation space and off-net transport purchase agreements or rights owned, leased or operated by AT&T or MCI within the territories of SBC and Verizon.
- **Divesting Customer Contracts.** While preferred from a purely competitive standpoint, requiring divestiture of AT&T’s and MCI’s customer agreements is not feasible because:
 - Difficulties of separating multi-service, geographically spread customer contracts between in-region and out of region services
 - Reliance on the Sellers for extensive OSS and BSS Support
 - Highly complex and often unique service delivery requirements that the buyer would have difficulty replicating
 - Customer Retention Risks without strict win-back rules

- **Network Divestiture/Customer Retention.** *Because conveyance of customer contracts is infeasible, the divestiture of transport assets should be accompanied by a commitment by SBC/Verizon to continue to purchase services from the new owner for a period of 5 years. Such a structure has the following advantages:*
 - *The new owner would be able to quote pricing, terms and conditions for services (both to end users on a retail basis and to other service providers on a wholesale basis) that were offered in-region by AT&T/MCI prior to the merger.*
 - *There would be no interruption or migration of service to customers (except as might otherwise result from the merger itself).*
 - *The new owner could sell to third parties – both wholesale and retail – so that the new owner would be able to compete with the incumbent even after expiration of the purchase commitment.*
 - *SBC and Verizon still obtain the benefits of the merger in that they would have customer contracts with the largest business customers purchasing a full range of products and services.*

**[BEGIN HIGHLY CONFIDENTIAL --
COPYING PROHIBITED]**

Table 1

[REDACTED]

**[END HIGHLY CONFIDENTIAL --
COPYING PROHIBITED]**

Network Divestiture/Customer Retention



September 22, 2005

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[REDACTED]
[CONFIDENTIAL INFORMATION]

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☐ SBC + 2 CLECs
☒ SBC + 3 or more CLECs

Verizon MCI Analysis - Before Merger

[REDACTED]
[CONFIDENTIAL INFORMATION]

☒ VZN + 1 CLEC
☐ VZN + 2 CLECs
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SBC - AT&T Analysis - After Merger

[REDACTED]
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Verizon MCI Analysis - After Merger

[REDACTED]
[CONFIDENTIAL INFORMATION]

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COPYING PROHIBITED]**

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COPYING PROHIBITED]**